

HASBRO INC
Form S-8
June 13, 2018

As filed with the Securities and Exchange Commission on June 13, 2018

Registration No. 333

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Hasbro, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island
(State or other jurisdiction of
incorporation or organization)

1027 Newport Avenue

05-0155090
(I.R.S. Employer
Identification No.)

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Pawtucket, Rhode Island 02861

(Address of principal executive offices, including zip code)

Restated 2003 Stock Incentive Performance Plan

(Full title of the plan)

Tarrant Sibley

Senior Vice President, Chief Legal Officer and Corporate Secretary

Hasbro, Inc.

1027 Newport Avenue

Pawtucket, Rhode Island 02861

(401) 431-8697

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(2) |
|---|---|--|---|--|
| | | Maximum Offering Price Per Share(2) | | |
| Common Stock, \$0.50 par value per share | 3,000,000 shares | \$90.47 | \$271,410,000 | \$33,790.55 |

- (1) In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers such additional shares of common stock, \$0.50 par value per share (Common Stock) as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h)(1) under the Securities Act of 1933, as amended. The price is based upon the average of the high and low prices of the Common Stock as reported by The NASDAQ Global Select Market on June 11, 2018.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Hasbro, Inc. (the Registrant) hereby incorporates the following documents herein by reference:

- (a) The Registrant's latest Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), on February 26, 2018.
- (b) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to December 31, 2017.
- (c) The description of the Common Stock, \$0.50 par value per share, contained in Item I of the Company's Registration Statement on Form 8-A, filed with the Commission pursuant to Section 12 of the Exchange Act on December 20, 2010.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The opinion of counsel filed as Exhibit 5.1 to this Registration Statement has been provided by Tarrant L. Sibley, Esq., an employee, in-house counsel and Senior Vice President and Chief Legal Officer of the Registrant. Mr. Sibley is a participant in the Company's Restated 2003 Stock Incentive Performance Plan (the Plan) and as of the date of this Registration Statement, owns shares of Common Stock and holds contingent stock performance awards, restricted stock unit awards and options to purchase shares of Common Stock under the Plan.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated in Rhode Island. Under Section 7-1.2-814 of the Rhode Island Business Corporation Act (RIBCA), a Rhode Island corporation has the power, under specified circumstances, to indemnify any individual made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was an officer or director if:

he or she conducted himself or herself in good faith,

he or she reasonably believed, in the case of conduct in his or her official capacity with the corporation, that his or her actions were in the corporation's best interests, and in all other cases, that his or her conduct was at least not opposed to the corporation's best interests,

in criminal proceedings, he or she had no reasonable cause to believe that his or her conduct was unlawful,
or

he or she engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation.

The foregoing statement is subject to the detailed provisions of 7-1.2-814 of the RIBCA.

Article X of the amended and restated bylaws of the Registrant provides that the Registrant shall indemnify its directors and officers to the full extent permitted by Section 7-1.2-814 of the RIBCA, as the same may be amended from time to time.

Section 7-1.2-202 of the RIBCA provides that articles of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director provided that the provision shall not eliminate or limit the liability of a director:

for any breach of the director's duty of loyalty to the corporation or its shareholders,

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

under Section 7-1.2-811 of the RIBCA, which relates to liability for unauthorized acquisitions or redemptions of, or dividends or distributions on, capital stock, or

for any transaction from which the director derived an improper personal benefit, unless said transaction is permitted by Section 7-1.2-807 of the RIBCA, which relates to director conflicts of interest.

No provision eliminating or limiting the personal liability of a director will be effective with respect to causes of action arising prior to the inclusion of the provision in the articles of incorporation of the corporation.

Article Thirteenth of the Registrant's restated articles of incorporation contains such a provision.

Section 7-1.2-814(i) of the RIBCA empowers a Rhode Island corporation to purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against him or her and incurred by him or her in any corporate capacity or arising out of his or her status as a director, officer, employee, or agent of the corporation, whether or not the corporation would have the power to indemnify him or her against the liability under the provisions of such section. The Registrant has a directors and officers liability insurance policy.

The Registrant has entered into an indemnification agreement with each of its directors, whereby the Registrant has agreed to indemnify each such director for amounts which the director is legally obligated to pay, including judgments, settlements or fines, including certain related expenses to be advanced by the Registrant, due to any actual or alleged breach of duty, neglect, error, misstatement, misleading statement or other act or omission by a director in his capacity as a director. This indemnification excludes claims:

covered by the Registrant's directors and officers liability insurance policy,

for which the director is otherwise indemnified or reimbursed,

relating to certain judgments or adjudications under which the director is liable for breaches of duty of loyalty, acts or omissions not in good faith or involving intentional misconduct or involving knowing violations of law,

for actions or certain transactions from which the director derives an improper personal benefit,

relating to the director's liability for accounting for profits under Section 16 of the Exchange Act,

in respect of remuneration, if found unlawful, and

as to which a final and non-appealable judgment has determined that payment to the director thereunder is unlawful.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be

deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pawtucket, State of Rhode Island, on June 13, 2018.

HASBRO, INC.

By: /s/ Deborah M. Thomas
 Name: Deborah M. Thomas
 Title: Executive Vice President and Chief
 Financial Officer

POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Brian D. Goldner, Deborah M. Thomas and Tarrant L. Sibley, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|---------------|
| /s/ Brian D. Goldner Brian D. Goldner | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | June 13, 2018 |
| /s/ Deborah M. Thomas Deborah M. Thomas | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | June 13, 2018 |
| /s/ Kenneth A. Bronfin Kenneth A. Bronfin | Director | June 13, 2018 |
| /s/ Michael R. Burns Michael R. Burns | Director | June 13, 2018 |

| | | |
|--------------------------|----------|---------------|
| /s/ Hope F. Cochran | Director | June 13, 2018 |
| Hope F. Cochran | | |
| /s/ Sir Crispin H. Davis | Director | June 13, 2018 |
| Sir Crispin H. Davis | | |
| /s/ Lisa Gersh | Director | June 13, 2018 |
| Lisa Gersh | | |
| /s/ Alan G. Hassenfeld | Director | June 13, 2018 |
| Alan G. Hassenfeld | | |
| /s/ Tracy A. Leinbach | Director | June 13, 2018 |
| Tracy A. Leinbach | | |
| /s/ Edward M. Philip | Director | June 13, 2018 |
| Edward M. Philip | | |
| /s/ Richard S. Stoddart | Director | June 13, 2018 |
| Richard S. Stoddart | | |
| /s/ Mary Beth West | Director | June 13, 2018 |
| Mary Beth West | | |
| /s/ Linda K. Zecher | Director | June 13, 2018 |
| Linda K. Zecher | | |

EXHIBIT INDEX
Exhibit

| No. | Description |
|------|--|
| 4.1 | <u>Restated 2003 Stock Incentive Performance Plan. (Incorporated by reference to Appendix D to the Company's definitive proxy statement for its 2017 Annual Meeting of Shareholders, File No. 1-6682.)</u> |
| 4.2 | <u>First Amendment to the Restated 2003 Stock Incentive Performance Plan. (Incorporated by reference to Appendix C to the Company's definitive proxy statement for its 2017 Annual Meeting of Shareholders, File No. 1-6682.)</u> |
| 4.3 | <p><u>(a) Restated Articles of Incorporation of the Company. (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)</u></p> <p><u>(b) Amendment to Articles of Incorporation, dated June 28, 2000. (Incorporated by reference to Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)</u></p> <p><u>(c) Amendment to Articles of Incorporation, dated May 19, 2003. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 29, 2003, File No. 1-6682.)</u></p> <p><u>(d) Certificate of Designations of Series C Junior Participating Preference Stock of Hasbro, Inc. dated June 29, 1999. (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)</u></p> <p><u>(e) Certificate of Vote(s) authorizing a decrease of class or series of any class of shares. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)</u></p> |
| 4.4 | <p><u>(a) Amended and Restated Bylaws of the Company, as amended. (Incorporated by reference to Exhibit 3(d) to the Company's Annual Report on Form 10-K for the year ended December 31, 2006, File No. 1-6682.)</u></p> <p><u>(b) Amendment to Amended and Restated Bylaws of the Company, as amended. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 6, 2014, File No. 1-6682.)</u></p> <p><u>(c) Amendment to Amended and Restated Bylaws of the Company, as amended. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated October 5, 2015, File No. 1-6682.)</u></p> <p><u>(d) Amendment to Amended and Restated Bylaws of the Company, as amended. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated December 10, 2015, File No. 1-6682.)</u></p> |
| 5.1 | <u>Opinion of Tarrant Sibley, Esq.</u> |
| 23.1 | <u>Consent of KPMG LLP.</u> |
| 23.2 | <u>Consent of Tarrant Sibley, Esq. (included in Exhibit 5.1).</u> |
| 24.1 | <u>Powers of Attorney (included on the signature page in Part II).</u> |